

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

Everett W. Whisman, et al., :

Plaintiffs, :

vs. :

Ford Motor Company et al., :

Defendant. :

Case No. C-1-02-406

Judge Beckwith

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KENNETH J. MURPHY, Clerk
CINCINNATI, OHIO

AFFIDAVIT OF LIVIO MEZZA

Now comes Livio Mezza, being duly cautioned and sworn, states and deposes as follows:

1. I am currently employed by Ford Motor Company ("Ford") as the Director of Employee Benefits at Ford's World Headquarters in Dearborn, Michigan. I have held this position since May 1997.

2. As Director of Employee Benefits I am the chief benefits official for Ford. All changes to Ford's benefits plans must be approved by me. Until January 2002, all changes in compensation programs also were approved by me.

3. In 1999, Ford entered into a joint venture with ZF CVT Partner Company, LLC, a wholly owned affiliate of ZF Friedrichshafen AG ("ZF"). The entity that emerged out of the joint venture is ZF Batavia LLC ("ZFB").

4. Since ZFB began operating the Batavia, Ohio plant in 1999, Ford has not had any involvement in the compensation or benefit plans that ZFB provides to its salaried employees. While Ford does administer the Ford General Retirement Plan, this is a Ford plan and not a ZFB plan.

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Defendant's MSJ Appendix

TAB 2

5. ZFB has not consulted with me regarding any changes it has made to the compensation and benefits of its salaried workforce, and I have not approved any such changes. To the best of my knowledge, ZFB has not consulted with any Ford management official regarding such changes, and no Ford management official has approved such changes.

6. Since 1999, Ford has made numerous changes in its salaried compensation and benefits plans. Many of these changes have negatively impacted salaried employees. The changes that Ford has made have been driven by economic and competitive pressures, and these changes have been made at Ford's sole discretion.

7. Among the salaried benefit changes that Ford has made since 1999 are changes to Ford's profit sharing and 401(k) plans. This is not an exhaustive list of salaried benefit changes made by Ford.

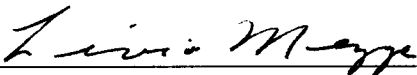
8. In 1999, Ford eliminated its profit sharing plan for salaried employees and implemented a performance bonus plan. The amount and percentage of bonus paid to individual salaried employees under the performance bonus plan varies from employee to employee based on a variety of factors. Including among these factors is an individual performance factor. Under the performance bonus plan, managers have the discretion to increase or decrease the amount and percentage of bonus paid to an employee based on the manager's evaluation of the employee's performance. The manager's discretion includes the ability to reduce an employee's bonus to zero percent.

9. Because of a downturn in the economy, the amount of performance bonus paid to most salaried employees in the years 2003 and 2002 was minimal.

10. In 2001, Ford made a change to its Savings and Stock Investment Plan ("SSIP"), which is a 401(k) plan that is available to salaried employees. Prior to 2001, salaried employees

had received a sixty cent company match of funds that the employee contributed to the SSIP, up to a maximum of ten percent of the employee's salary. On January 1, 2002 Ford suspended this matching contribution and has not made matching contributions for salaried employees since then that time.

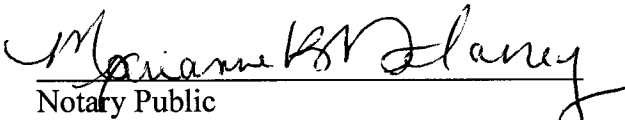
I have read the foregoing statements and swear that the information contained herein is true and accurate based on my personal knowledge, information and belief.



Livio Mezza

NOTARY PUBLIC

Sworn and subscribed before me this 20 day of November, 2003.



Notary Public

MARIANNE B. DELANEY
Notary Public, Wayne County Michigan
My Commission Expires August 14, 2006